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An Update on Building a Global Oversight Board

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Last November, Mark Zuckerberg wrote about his vision for what content governance should look like for Facebook. Since then, we've been laying the groundwork for a new organization with independent oversight over how Facebook makes decisions on content. Today, we're sharing an update on the progress we've made and where we're heading in 2020.

- At the end of last year, we started a global consultation on how we should design this Oversight Board, guided by the release of a draft charter in January.
- In April, we opened a public consultation process to allow anyone interested to submit their ideas and opinions on the design of the board.
- In June, we published the global input we received from experts in human rights, speech, journalism, safety and law.
- This feedback informed an updated charter, which we released in September. We also outlined in more detail how the process for selecting the board's first set of members will work and opened a recommendations portal to accept nominations and applications from anyone interested in serving as a member.
- And in November, we put out a request for proposals for independent research and advocacy work to support online content governance more broadly, beyond the Oversight Board.

We've also made progress building the infrastructure that the board will need to deliberate cases. This includes a new case management tool which will provide secure access to case information and allow board members to collaborate from locations all over the world.

We'd like to share two additional updates today, both of which were based on the feedback we received through our global consultation.

The Oversight Board Trust

We've established the independent Oversight Board Trust to ensure the board can safeguard its ability to make independent decisions and recommendations. This critical component of the board's governance structure has been created as a Non-Charitable Purpose Trust under Delaware law. We're releasing the trust documents, which include both a Trust Agreement and an LLC Operating Agreement that will facilitate contracts

with board members and employ staff, separate from Facebook. (*Update on April 29, 2020 at 10:50AM PT: The Trust Agreement and LLC Operating Agreement were amended on March 31, 2020. The amendments are available in Downloads below.*)

The board will have its own staff, independent from Facebook. To start, we expect this staff to include a director, case managers and dedicated staff members (or contracted services) who can support things such as the board's communications, legal, human resources and research needs.

The trust will ensure good governance and accountability, as stated in the board's charter, by maintaining process and administrative oversight over the board. For example, it will be responsible for overseeing the board's funding, which includes administering payroll and accounting, ensuring tax compliance and reviewing the board's annual budget. It will also formally appoint and remove members in accordance with the forthcoming bylaws and code of conduct.

The trust will have at least three individual trustees and a corporate trustee, Brown Brothers Harriman Trust Company of Delaware, N.A., a corporate trust company with extensive experience handling large trusts. Facebook is currently conducting a search for the individual trustees, with the support of the global leadership advisory and executive search firm Spencer Stuart. We will announce these trustees next year.

Facebook has made an initial commitment of \$130 million, which will cover operational costs such as office space, staff and travel expenses, and should allow the board to operate for at least its first two full terms, approximately 6 years. The board will submit a yearly budget to the trust for approval and disbursement of funds. Annual reports from the board and trust will help to document the health and effectiveness of the board, including its stewardship of these resources. Facebook intends to continue funding the board's operations in the future, and these reports will be used to assess the need for additional, substantive and long-term funding.

The initial funding and any future funding will be available at the discretion of the trust and the board, and they are separate from the investments Facebook has already made to run the year-long global consultation, develop new infrastructure and tools to support the board's operations, and otherwise plan for the board's establishment.

A Human Rights Impact Assessment for the Board

We feel a responsibility and have received feedback that the board should be grounded in human rights principles, including the rights to freedom of expression, privacy and remedy. With that in mind, we worked with BSR, an independent nonprofit organization with expertise in human rights practices and policies, to commission a Human Rights Impact Review to help understand how best to structure the board so that it respects and promotes human rights. The [recommendations in the assessment](#), including on the diversity of board members, remedies, user support, transparent communications and privacy-protective tools, have helped inform the board's charter, as well as its bylaws. We hope the assessment will also serve as a resource for board members as they begin their work.

What's Next

The feedback we've received throughout the year from experts and stakeholders around the world will continue to drive the development of the board, a set of recommended bylaws and member selection.

As stated in the charter, the bylaws will help the board create and codify its operating procedures. They will also clearly outline the partnership between the board, the trust, Facebook and, most importantly, the community of people who use our platforms.

In addition, we will continue to work with outside experts to source and review candidates for board membership, including those who've been recommended through [the public portal](#), which we opened in September. This call for recommendations has resulted in submissions from people from a range of disciplines and backgrounds, which we are actively reviewing and taking under consideration as part of our [membership selection process](#). We've seen strong global interest in serving on the board, and this is a sign that we are heading in the right direction. While we had hoped to announce members by the end of this year, we've decided to take additional time to consider the many candidates who continue to be put forward.

We are eager to see the Oversight Board take shape and start hearing cases next year.

Downloads

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[LLC Agreement](#)

[Oversight Board Human Rights Review](#)

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